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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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JOINT STIPULATION AND AGREED ORDER TO WITHDRAWAL WITHOUT  
PREJUDICE OF PROOF OF CLAIM 11198  
(DONALD R. AND SARAH E. SWEETON)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Donald R. Sweeton and Sarah E. Sweeton (the "Sweetons") respectfully submit this Joint Stipulation And Agreed Order To Withdrawal Without Prejudice Of Proof Of Claim 11198 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, the Sweetons filed proof of claim number 11198 (the "Proof of Claim") on July 25, 2006. The Proof of Claim asserts an unsecured claim in the amount of \$326,713.00 against DAS LLC.

WHEREAS, the Proof of Claim arises out of an on-going real property lease (the "Lease") entered into between the Sweetons and DAS LLC, which has not yet been assumed or rejected by the Debtors, and is protective in nature.

WHEREAS, on February 15, 2007, the Debtors objected to Proof of Claim Number 11198 pursuant to the Debtors' Eighth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims, (B) Claims Duplicative of Consolidated Trustee Claim, (C) Equity Claims, and (D) Protective Claims (Docket No. 6962) (the "Eighth Omnibus Claims Objection").

WHEREAS, on March 6, 2007, the Sweetons filed their Response to Motion Debtors' Eighth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. Section 502(b) And

Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Claims Duplicative Of Consolidated Trustee Claim, (C) Equity Claims, And (D) Protective Claims (Docket No. 7130) (the "Response").

WHEREAS, the Debtors have neither assumed nor rejected the Lease that forms the bases of the Proof of Claim.

WHEREAS, in the event the Debtors reject the Lease under 11 U.S.C. § 365, the Debtors acknowledge and agree that the Proof of Claim will be deemed to be reinstated without further action or notice from the Sweetons.

Whereas, the Debtors and other parties in interests reserve the right to object to the Proof of Claim.

THEREFORE, the Debtors and the Sweetons stipulate and agree and the Court orders as follows:

1. The Proof of Claim is hereby withdrawn by the Sweetons without prejudice.
2. In the event that the Debtors reject the Lease, the Proof of Claim shall be automatically reinstated without further notice or action from the Sweetons.
3. The Sweetons shall withdraw their Response to the Eighth Omnibus Claims Objection.

So Ordered in New York, New York, this 12th day of December, 2007

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/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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